

<p>Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address</p> <p>RON BENDER (SBN 143364) KRIKOR J. MESHEFEJIAN (SBN 255030) LINDSEY L. SMITH (SBN 265401) LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P. 2818 La Cienega Avenue Los Angeles, California 90034 Telephone: (310) 229-1234; Facsimile: (310) 229-1244 Email: RB@LNBYG.COM; KJM@LNBYG.COM; LLS@LNBYG.COM</p> <p>Proposed Attorneys for Chapter 11 Debtors and Debtors in Possession</p>	<p>FOR COURT USE ONLY</p>
<p style="text-align: center;">UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – SANTA ANA DIVISION</p>	
<p>In re:</p> <p>TRX HOLDCO, LLC, a Delaware limited liability company,</p> <p style="text-align: center;">Debtor and Debtor in Possession.</p> <hr/> <p>In re:</p> <p>FITNESS ANYWHERE LLC, a Delaware limited liability company, dba TRX and TRX Training,</p> <p style="text-align: center;">Debtor and Debtor in Possession.</p> <hr/> <p><input checked="" type="checkbox"/> Affects both Debtors</p> <p><input type="checkbox"/> Affects TRX Holdco, LLC only</p> <p><input type="checkbox"/> Affects Fitness Anywhere, LLC only</p>	<p>Lead Case No.: 8:22-bk-10948-SC</p> <p>Jointly administered with: 8:22-bk-10949-SC</p> <p>Chapter 11 Cases</p> <hr/> <p>NOTICE OF LODGMENT OF ORDER IN BANKRUPTCY CASE RE: (title of motion¹): <u>DEBTORS' MOTION FOR ENTRY OF ORDER (I) ESTABLISHING BIDDING PROCEDURES FOR FREE AND CLEAR SALE OF ASSETS; (II) ESTABLISHING PROCEDURES RELATING TO ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (III) APPROVING FORMS OF NOTICE; (IV) APPROVING FORM OF ASSET PURCHASE AGREEMENT; (V) SCHEDULING AN AUCTION; (VI) SCHEDULING A SALE HEARING; AND (VII) GRANTING RELATED RELIEF; MEMORANDUM OF POINTS AND AUTHORITIES</u></p>

PLEASE TAKE NOTE that the order titled ORDER (I) ESTABLISHING BIDDING PROCEDURES FOR FREE AND CLEAR SALE OF ASSETS; (II) ESTABLISHING PROCEDURES RELATING TO ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (III) APPROVING FORMS OF NOTICE; (IV) APPROVING FORM OF ASSET PURCHASE AGREEMENT; (V) SCHEDULING AN AUCTION; (VI) SCHEDULING A SALE HEARING; AND (VII) GRANTING RELATED RELIEF was lodged on (date) June 30, 2022 and is attached. This order relates to the motion which is docket number 89.

¹ Please abbreviate if title cannot fit into text field.

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Proposed Attorneys for Chapter 11 Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware
limited liability company, dba TRX and TRX
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:
8:22-bk-10949-SC

Chapter 11 Cases

**ORDER (I) ESTABLISHING BIDDING
PROCEDURES FOR FREE AND CLEAR
SALE OF ASSETS; (II) ESTABLISHING
PROCEDURES RELATING TO ASSUMPTION
AND ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES;
(III) APPROVING FORMS OF NOTICE; (IV)
APPROVING FORM OF ASSET PURCHASE
AGREEMENT; (V) SCHEDULING AN
AUCTION; (VI) SCHEDULING A SALE
HEARING; AND (VII) GRANTING RELATED
RELIEF**

Date: June 30, 2022

Time: 10:00 a.m.

Place: *Via ZoomGov

Courtroom 5C
411 West Fourth Street
Santa Ana, CA 92701

1 A hearing was held at the above-referenced date and time for the Court to consider
2 approval of the motion (the “Motion”) filed by TRX Holdco, LLC (“Hold Co”) and Fitness
3 Anywhere LLC, dba TRX and TRX Training (“Product Co” and together with Hold Co and
4 Product Co, the “Debtors”), the debtors and debtors-in-possession in the above-captioned
5 Chapter 11 bankruptcy cases¹, seeking the entry of an order that, among other things:

- 6 (i) Approves the Debtors’ proposed bidding procedures (“Bidding Procedures”)
7 substantially in the form in **Exhibit “2”** attached to the Declaration of Joshua
8 Benn filed by the Debtors as Docket No. 90 (the “Benn Declaration”) for the sale
9 of substantially all of the Debtors’ assets related to the operation of the Debtors’
10 business (the “Purchased Assets”), free and clear of all liens, claims,
11 encumbrances and other interests;
- 12 (ii) Establishes and approves procedures relating to the Debtors’ assumption and
13 assignment of executory contracts and unexpired leases and which approves the
14 form of notice to be provided to all counterparties to executory contracts and
15 unexpired leases attached as **Exhibit “3”** to the Benn Declaration;
- 16 (iii) Approves the Debtors’ proposed form of notice to be sent to all creditors, equity
17 holders, proposed buyers and other parties in interest in the form attached as
18 **Exhibit “4”** to the Benn Declaration;
- 19 (iv) Approves the Debtors’ proposed form of asset purchase agreement (the “Template
20 APA”) without exhibits in the form attached as **Exhibit “5”** to the Benn
21 Declaration;
- 22 (v) Schedules an auction (“Auction”);
- 23 (vi) Schedules a hearing for the Court to consider approval of the sale of the
24 Purchased Assets to the winning bidder and winning back-up bidder at the
25 Auction (“Sale Hearing”); and
- 26 (vii) Grants related relief.

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28 ¹ The Court previously entered an order approving the joint administration of these chapter 11 bankruptcy cases.

Appearances were made at the hearing on the Motion as set forth on the record of the Court.

The Court, having considered the Motion and all of the pleadings filed by the Debtors in support of the Motion, the statements, arguments and representations of counsel for the Debtors made at the hearing on the Motion, any responses or objections filed to the Motion and any replies filed by the Debtors, the statements, arguments and representations of all other parties who appeared at the hearing on the Motion, and good cause appearing,

HEREBY ORDERS AS FOLLOWS:

1. The version of the Bidding Procedures filed with the Court as Docket No. 111 (without exhibits) is approved.

2. July 27, 2022 at 5 p.m. (prevailing Pacific time) is the deadline (the “Initial Bid Deadline”) by when initial bids need to be submitted by parties who wish to participate in the Auction. In order to participate in the Auction, all prospective bidders must do all of the following:

- (i) Submit a redlined version of the template asset purchase agreement (the “Template APA”) indicating all changes that are requested to be made to the Template APA, with the Template APA to include their proposed initial bid;
- (ii) Submit all documents to enable Kroll, after consultation with the Debtors, the Official Committee of Unsecured Creditors and Woodforest National Bank, to determine whether the proposed bidder is financially qualified to participate in the Auction; and
- (iii) Submit a deposit equal to 10% of the proposed initial bid, which 10% deposit would be deemed non-refundable if the bidder is deemed to be the winning bidder at the Auction and then the Debtors’ proposed free and clear sale of the Purchased Assets to the bidder is approved by the Bankruptcy Court. Bidders will have the right to withdraw their bid at any time up until Noon (prevailing Pacific time) on August 2, 2022, in which case they will receive a return of their 10% deposit and no longer be eligible to participate in the Auction.

1 3. The procedures proposed by the Debtors in the Motion relating to the Debtors’
2 assumption and assignment of executory contracts and unexpired leases are approved, and the
3 Debtors’ proposed form of notice to be provided to all counterparties to executory contracts and
4 unexpired leases attached as **Exhibit “3”** to the Benn Declaration is approved.

5 4. The Debtors’ proposed form of notice to be sent to all creditors, equity holders,
6 proposed buyers and other parties in interest in the form attached as **Exhibit “4”** to the Benn
7 Declaration is approved.

8 5. The Debtors’ proposed form of Template APA in substantially the form attached
9 as **Exhibit “5”** to the Benn Declaration (without exhibits) is approved.

10 6. The Auction shall be held on August 3, 2022 at 10 a.m. (prevailing Pacific time),
11 at the offices of Levene, Neale, Bender, Yoo & Golubchik L.L.P., located at 2818 La Cienega
12 Avenue, Los Angeles, CA, with Qualified Bidders having the option to participate in person or
13 via zoom, and the Auction procedures proposed by the Debtors in the Motion are approved.

14 7. The hearing for the Court to consider approval of the Debtors’ proposed sale of
15 the Purchased Assets to the Winning Bidder at the Auction (and to approve the Winning Back-
16 Up Bidder) will be held on August 4, 2022, at 11:00 a.m. (the “Sale Hearing”). The Debtors
17 shall file their proposed asset sale motion and related pleadings (collectively, the “Sale Motion”)
18 with the Court by no later than twenty-one days prior to the Sale Hearing. Any objections to the
19 Sale Motion must be filed with the Court by no later than fourteen days prior to the Sale Hearing.
20 Any reply pleadings to any objections filed to the Sale Motion must be filed with the Court by no
21 later than seven days prior to the Sale Hearing.

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, California 90034

A true and correct copy of the foregoing document entitled **NOTICE OF LODGMENT OF ORDER IN BANKRUPTCY CASE** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On *(date)* **June 30, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com
- Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com
- Jonathan Gottlieb jd@lnbyg.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Krikor J Meshefejian kjm@lnbyg.com
- Ali M Mojdehi amojdehi@btlaw.com, jgertz@btlaw.com; arego@btlaw.com; amattngly@btlaw.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustregion16.sa.ecf@usdoj.gov

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL: On *(date)* **June 30, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on *(date)* **June 30, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 30, 2022

Lourdes Cruz

/s/ Lourdes Cruz

Date

Printed Name

Signature